

NOT
 SUSAN WILLIAMS SCANN, ESQ.
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 Attorney for Parties In Interest
 RIO RANCHO EXECUTIVE PLAZA
 FRANKLIN/STRATFORD INVESTMENTS, LLC
 SVRB INVESTMENTS LLC
 MONROE AND LOUISE MAYO FAMILY TRUST 92
 RICHARD A. THURMOND TRUST
 BOISE GOWAN LLC

E-Filed On 11/22/06

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

In re:	)	Case No. BK-S-06-10725 LBR
USA COMMERCIAL MORTGAGE	)	Case No. BK-S-06-10726 LBR
COMPANY,	)	Case No. BK-S-06-10727 LBR
	)	Case No. BK-S-06-10728 LBR
Debtor	)	Case No. BK-S-06-10729 LBR

In re:)	
USA CAPITAL REALTY ADVISORS, LLC.	)	Chapter 11
)	
Debtor)	

In re:	)	Jointly Administered Under
USA CAPITAL DIVERSIFIED TRUST	)	Case No. BK-S-06-10725 LBR
DEED FUND, LLC.)	
	)	Date of Hearing: N/A
Debtor	)	Time of Hearing: N/A

In re:	)	Affects:
USA CAPITAL FIRST TRUST)	<input checked="" type="checkbox"/> USA Commercial Mortgage Company
DEED FUND, LLC.)	<input checked="" type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC
)	<input type="checkbox"/> USA Realty Advisors, LLC
Debtor)	<input checked="" type="checkbox"/> USA Capital First Trust Deed Fund, LLC
)	<input type="checkbox"/> USA Securities, LLC
In re:)	<input type="checkbox"/> All Debtors
USA SECURITIES, LLC.)	
)	
Debtor)	

SECOND AMENDMENT TO STATEMENT OF COMPLIANCE WITH
U.S. BANKRUPTCY RULE 2019

1 I, SUSAN WILLIAMS SCANN, ESQ., declare under penalty of perjury, and state as
2 follows:

3 1. I am an attorney licensed to practice law in the state of Nevada and a partner of
4 the law firm of Deaner, Deaner, Scann, Malan & Larsen. I have personal knowledge of the
5 facts set forth herein and if called as a witness could and would competently testify thereto.

6 2. My associate Paul Connaghan, Esq., my partner Brent A. Larsen and I are the
7 attorneys primarily responsible for representing the following parties in connection with the
8 above captioned cases:

9 A. Borrower: **Franklin/Stratford Investments, LLC**
10 C/o Robert A. Russell, Manager
11 8585 E. Hartford Drive, Suite 500
12 P.O. Box 28216
13 Scottsdale, AZ 85255

12 Debtor: USA Commercial Mortgage Company
13 4484 South Pecos Road
14 Las Vegas, NV 89121

14 USA Capital First Trust Deed Fund and
15 USA Capital Diversified Trust Deed Fund

16 The representation of this client is based on a Construction Loan Agreement dated
17 March 30, 2005, and Deed of Trust recorded in Boise, Idaho on March 31, 2005, as Instr. No.
18 105038725. Original Claim:\$6,500,000.00 representing a loan commitment of
19 \$6,200,000.00 to construct three warehouses on a portion of twelve (12) acres in Meridian,
20 (near Boise) Idaho.

21 B. Borrower: **Rio Rancho Executive Plaza LLC**
22 c/o Robert A. Russell, Manager
23 8585 E. Hartford Drive, Suite 500
24 P. O. Box 28216
25 Scottsdale, AZ 85255

25 Debtor: USA Commercial Mortgage Company
26 4484 South Pecos Road
27 Las Vegas, NV 89121

27 USA Capital First Trust Deed Fund and
28 USA Capital Diversified Trust Deed Fund

1 The representation of this client is based on a Date of Construction Loan Agreement
2 dated January 17, 2006, secured by a Deed of Trust. The commitment is \$6,100,000.00.

3 C. Unsecured Creditor: **Robert A. Russell**
4 8585 E. Hartford Drive, Suite 500
5 P.O. Box 28216
6 Scottsdale, AZ 85255

7 Debtor: USA Commercial Mortgage Company
8 4484 South Pecos Road
9 Las Vegas, NV 89121

USA Capital First Trust Deed Fund and
USA Capital Diversified Trust Deed Fund

10 The representation of this client is based on consultation services to the Debtor (USA
11 Commercial Mortgage Company) provided in the amount of approximately \$140,000 and on
12 his personal guarantees of some USA Capital Mortgage brokered loans.

13 D. Borrower: **SVRB Investments LLC**
14 c/o Robert A. Russell, Manager
15 8585 E. Hartford Drive, Suite 500
16 P. O. Box 28216
17 Scottsdale, AZ 85255

18 Debtor: USA Commercial Mortgage Company
19 4484 South Pecos Road
20 Las Vegas, NV 89121

USA Capital First Trust Deed Fund and
USA Capital Diversified Trust Deed Fund

21 The representation of this client is based on a Construction Loan Agreement and
22 Promissory Note, secured by a Deed of Trust recorded in the original amount of \$6,825,000,
23 of which \$1,424,081.49 has been funded.

24 E. Borrower: **Bolse Gowan LLC**
25 c/o Robert A. Russell, Manager
26 8585 E. Hartford Drive, Suite 500
27 P. O. Box 28216
28 Scottsdale, AZ 85255

Debtor: USA Commercial Mortgage Company
4484 South Pecos Road
Las Vegas, NV 89121
USA Capital Diversified Trust Deed Fund

1 The representation of this client is based on a Construction Loan Agreement and
2 Promissory Note, secured by a Deed of Trust recorded in the original amount of
3 \$2,550,000.00, of which \$2,425,000.00 has been funded.

4 F. Direct Lender: **Monroe and Louis Mayo Family Trust 92**
5 8635 W. Sahara Avenue
6 PMB #532
7 Las Vegas, NV 89117

8 Debtor: USA Commercial Mortgage Company
9 4484 South Pecos Road
10 Las Vegas, NV 89121

11 USA Capital First Trust Deed Fund and
12 USA Capital Diversified Trust Deed Fund

13 This client is a direct lender; the approximate amount invested is \$463,000.00.
14 Details are unknown at this time, and shall be disclosed to the Court once that information is
15 available.

16 G. Direct Lender: **Richard E. Thurmond Limited Partnership**
17 C/O Gary Thurmond
18 749 Willow Avenue
19 Henderson, NV 89015-8351

20 Debtor: USA Commercial Mortgage Company
21 4484 South Pecos Road
22 Las Vegas, NV 89121

23 USA Capital Diversified Trust Deed Fund is a
24 participant on loan #1 below (Asby Financial, Inc.)

25 The Richard E. Thurmond Limited Partnership (hereinafter "the Partnership") is a
26 direct secured lender in three separate investments with USA Capital. Those investments are
27 as follows:

28 (1) Asby Financial, Inc., A California corporation, and R&B Land
Investors, LLC, a California limited liability company are the Borrowers. The Partnership
invested \$380,000.00 towards a \$7,200,000.00 Note dated May 3, 2004 from these
Borrowers. This loan is secured by a Deed of Trust.

(2) Bundy Canyon Land Development, LLC, a California limited liability company is the Borrower. The Partnership invested \$300,000.00 towards a \$2,500,000.00 Note dated May 2, 2005 from Borrower. This loan is secured by a Deed of Trust.

(3) Bay Pompano Beach, LLC, a Florida limited liability company is the Borrower. The Partnership invested \$300,000.00 towards a \$16,286,000.00 mortgage dated May 15, 2005. This loan is secured by a Florida mortgage.

H. Borrower: **Copper Sage Commerce Center, LLC**
c/o Robert A. Russell, Manager
8585 E. Hartford Drive, Suite 500
P. O. Box 28216
Scottsdale, AZ 85255

Debtor: USA Commercial Mortgage Company
4484 South Pecos Road
Las Vegas, NV 89121

USA Capital First Trust Deed Fund

The representation of this client is based upon a Construction Loan Agreement dated March 1, 2006 with a budget of \$11,300,000.00, secured by a Deed of Trust and an Agreement with USA Commercial Mortgage recorded March 6, 2006 to fully fund this loan. Only \$3,550,000.00 has been funded.

I. Borrower: **Binford Medical Developers, LLC**
Mr. Ken Schmidt, Managing Member
5200 E. 64th Street
Indianapolis, IN 46220

Debtor: USA Commercial Mortgage Company
4484 South Pecos Road
Las Vegas, NV 89121

USA Capital Diversified Trust Deed Fund

The representation of this client is based upon a Construction Loan Agreement dated August 31, 2005 with a budget of \$8,375,000.00, secured by a Deed of Trust and an Agreement with USA Commercial Mortgage dated August 31, 2005 to fully fund this loan.

1 Only \$7,450,000.00 has been funded, of which \$330,000.00 has not been released to Binford.

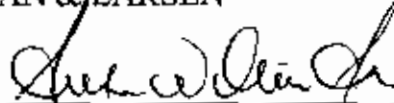
2 I declare under penalty of perjury that the foregoing is true and correct.

3 DATED this 21st day of November, 2006.

4 Respectfully Submitted,

5 DEANER, DEANER, SCANN,
6 MALAN & LARSEN

7
8 By



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Nevada Bar No. 000776

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RIO RANCHO EXECUTIVE PLAZA

FRANKLIN/STRATFORD INVESTMENTS, LLC

SVRB INVESTMENTS LLC, MONROE AND

LOUISE MAYO FAMILY TRUST 92, BOISE-

GOWAN LLC, RICHARD A. THURMOND TRUST

ROBERT A. RUSSELL, BINFORD MEDICAL
DEVELOPERS, LLC

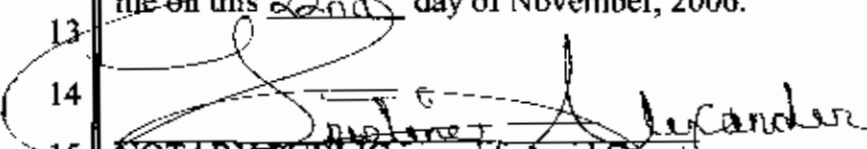
1 STATE OF NEVADA }
2 COUNTY OF CLARK } ss.

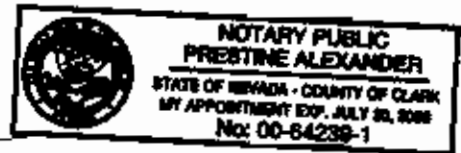
3 SUSAN WILLIAMS SCANN, being first duly sworn, deposes and says:

4 That she is an attorney licensed to practice in the State of Nevada; that she has read
5 the above and foregoing Second Amendment to Statement of Compliance with U.S.
6 Bankruptcy Rule 2019 and knows the contents thereof; that she is informed and believes that
7 the matters therein contained are true.

8
9
10 
11 SUSAN WILLIAMS SCANN, ESQ.

12 SUBSCRIBED AND SWORN TO before
13 me on this 22nd day of November, 2006.

14 
15 NOTARY PUBLIC in and for said County
16 and State



17 F:\OFFICE\CLIENT\Julia Russell Entries\Copper Sage IN\Docs\Amendment to Not of Compliance.wpd
18
19
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21
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27
28

CERTIFICATE OF MAILING

I hereby certify that service of the above and foregoing SECOND AMENDMENT TO STATEMENT OF COMPLIANCE WITH U.S. BANKRUPTCY RULE 2019 was made this 22nd day of November, 2006, by depositing a copy of the same in the United States mail in Las Vegas, Nevada, postage-prepaid, addressed to the following:

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USA Capital Diversified Trust Deed Fund, LLC
USA Capital First Trust Deed Fund, LLC
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8 Las Vegas, NV 89106

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12 Carson City, NV 89701

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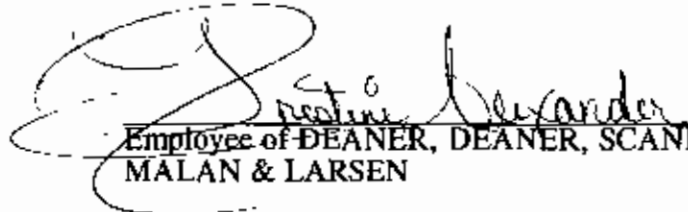
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Employee of DEANER, DEANER, SCANN,
MALAN & LARSEN